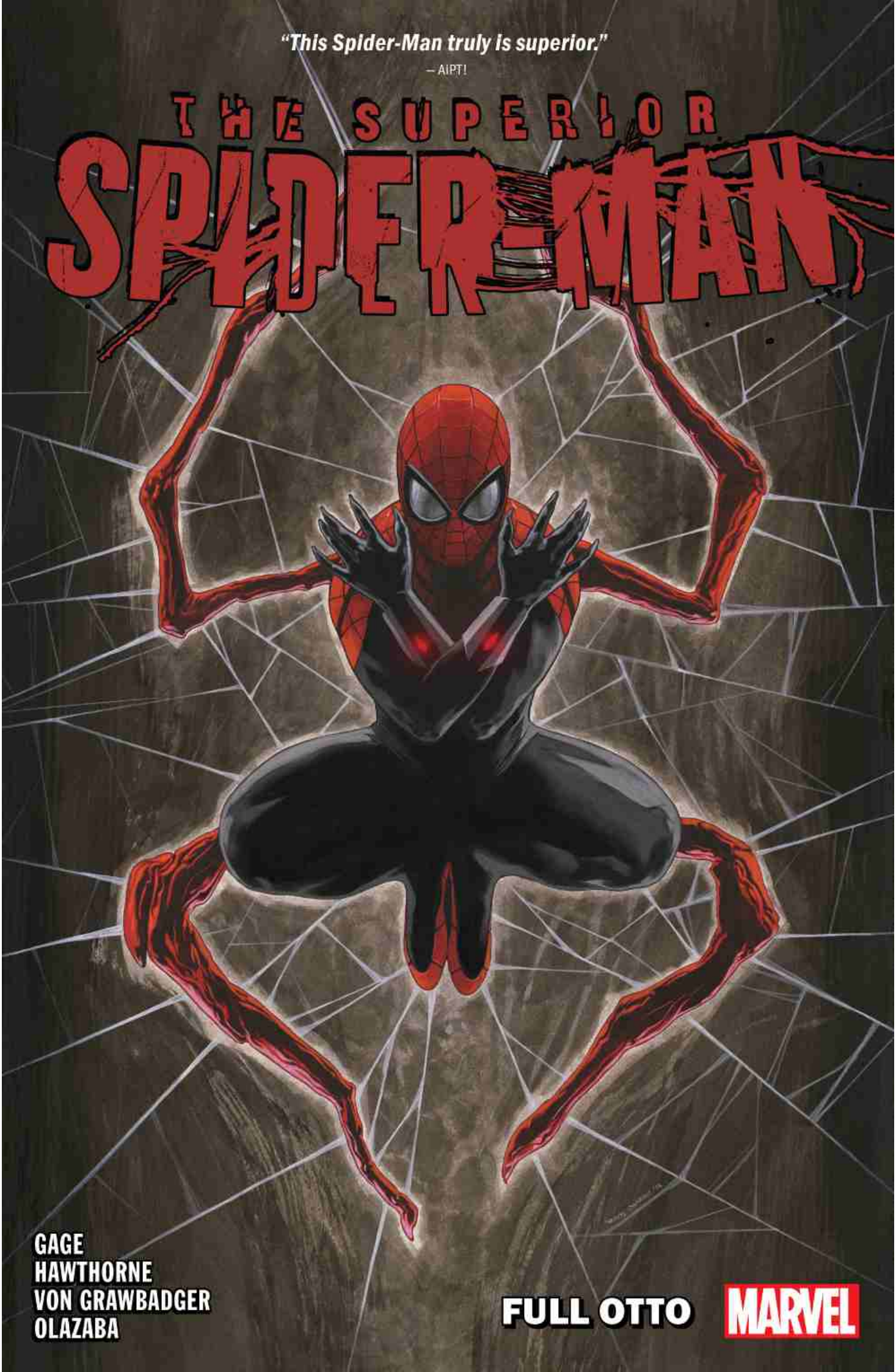
"This Spider-Man truly is superior."

– AIPT!

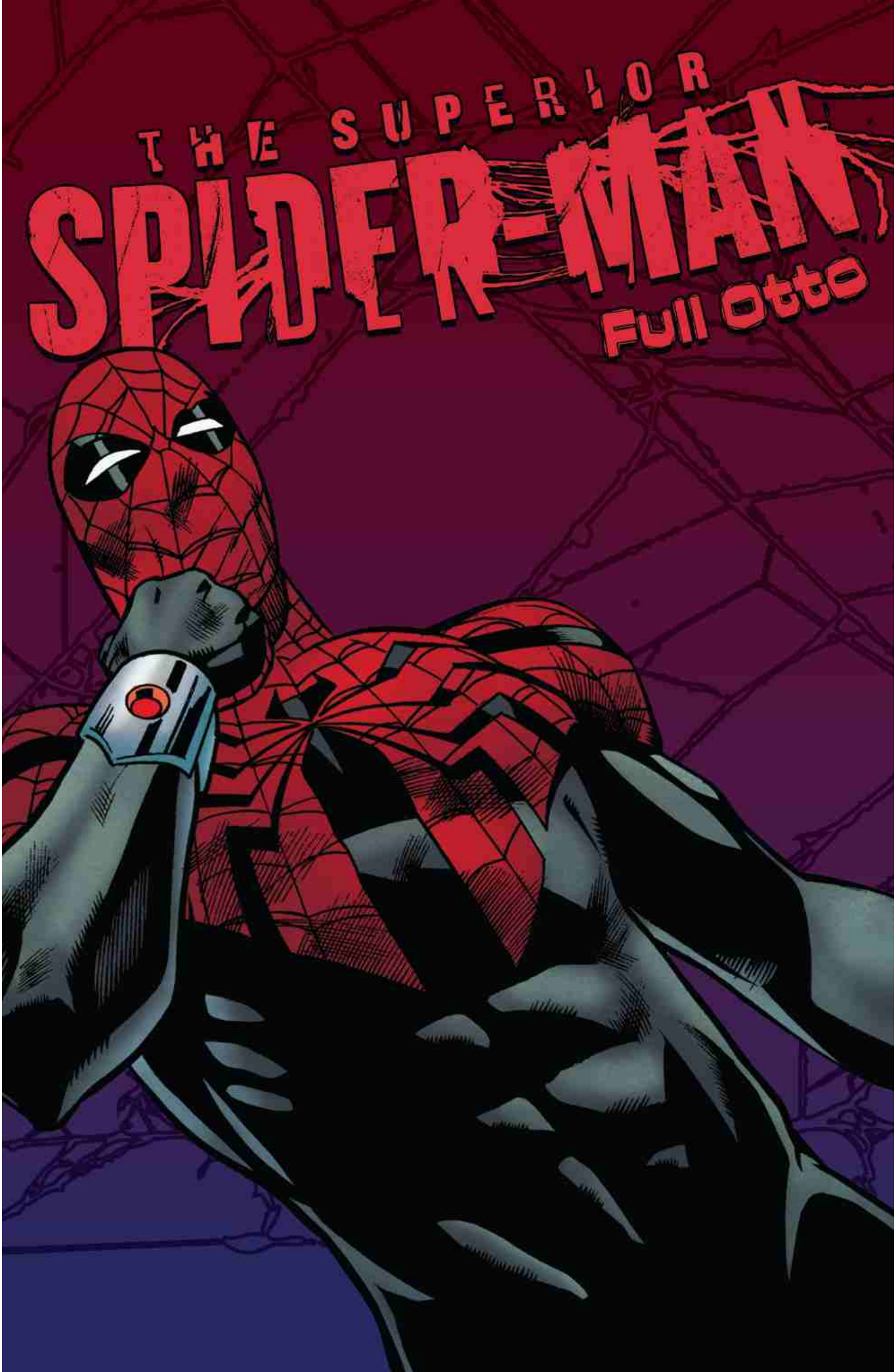
THE SUPERIOR SPIDER-MAN



GAGE
HAWTHORNE
VON GRAWBADGER
OLAZABA

FULL OTTO

MARVEL


THE SUPERIOR
SPIDER-MAN
Full Otto

THE SUPERIOR SPIDER-MAN

Full Otto

DOCTOR OTTO OCTAVIUS! KNOWN FOR MANY YEARS AS DOCTOR OCTOPUS, OCTAVIUS HAD A LIFE-ALTERING EXPERIENCE WHEN HE SWAPPED MINDS WITH HIS SWORN ENEMY, SPIDER-MAN! BY TAKING ON SPIDER-MAN'S MISSION, OCTAVIUS ALSO ABSORBED HIS SENSE OF RESPONSIBILITY. HE REDEDICATED HIMSELF TO SELFLESS ACTS ON BEHALF OF INNOCENTS, BUT HIS SENSE OF SUPERIORITY MADE OTTO A DIFFERENT KIND OF HERO.

AFTER HEROICALLY GIVING UP SPIDER-MAN'S BODY TO SAVE THE WOMAN HE LOVES AND TAKING A NEW BODY AND THE ALIAS ELLIOT TOLLIVER, OTTO HAS BEGUN A NEW LIFE. A PROFESSOR AT HORIZON UNIVERSITY BY DAY AND VIGILANTE BY NIGHT, OTTO (WITH THE PAID HELP OF THE NIGHT SHIFT, A TEAM OF SUPER VILLAINS) PROTECTS THE CITY OF SAN FRANCISCO AS THE SUPERIOR SPIDER-MAN!

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

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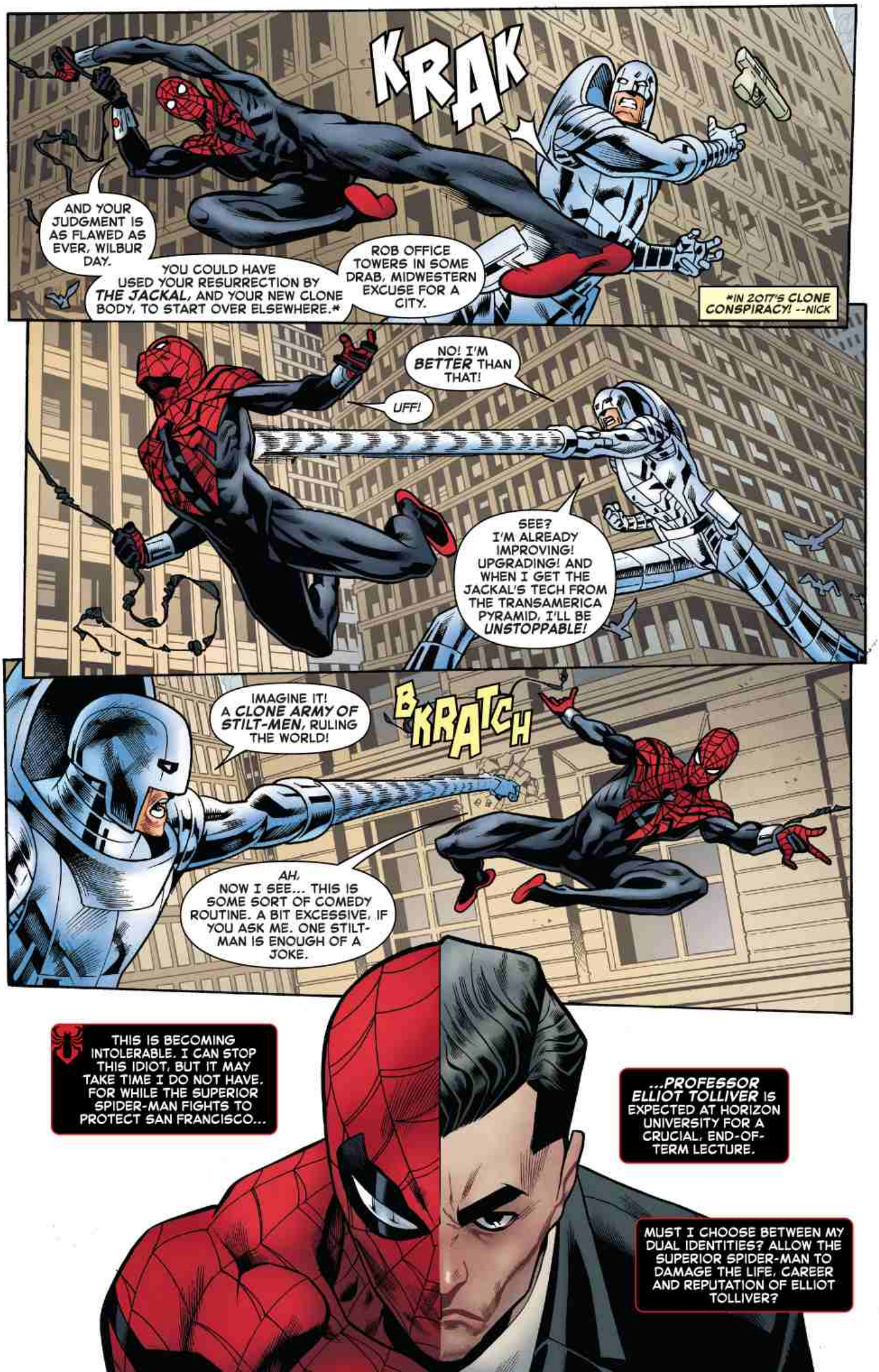
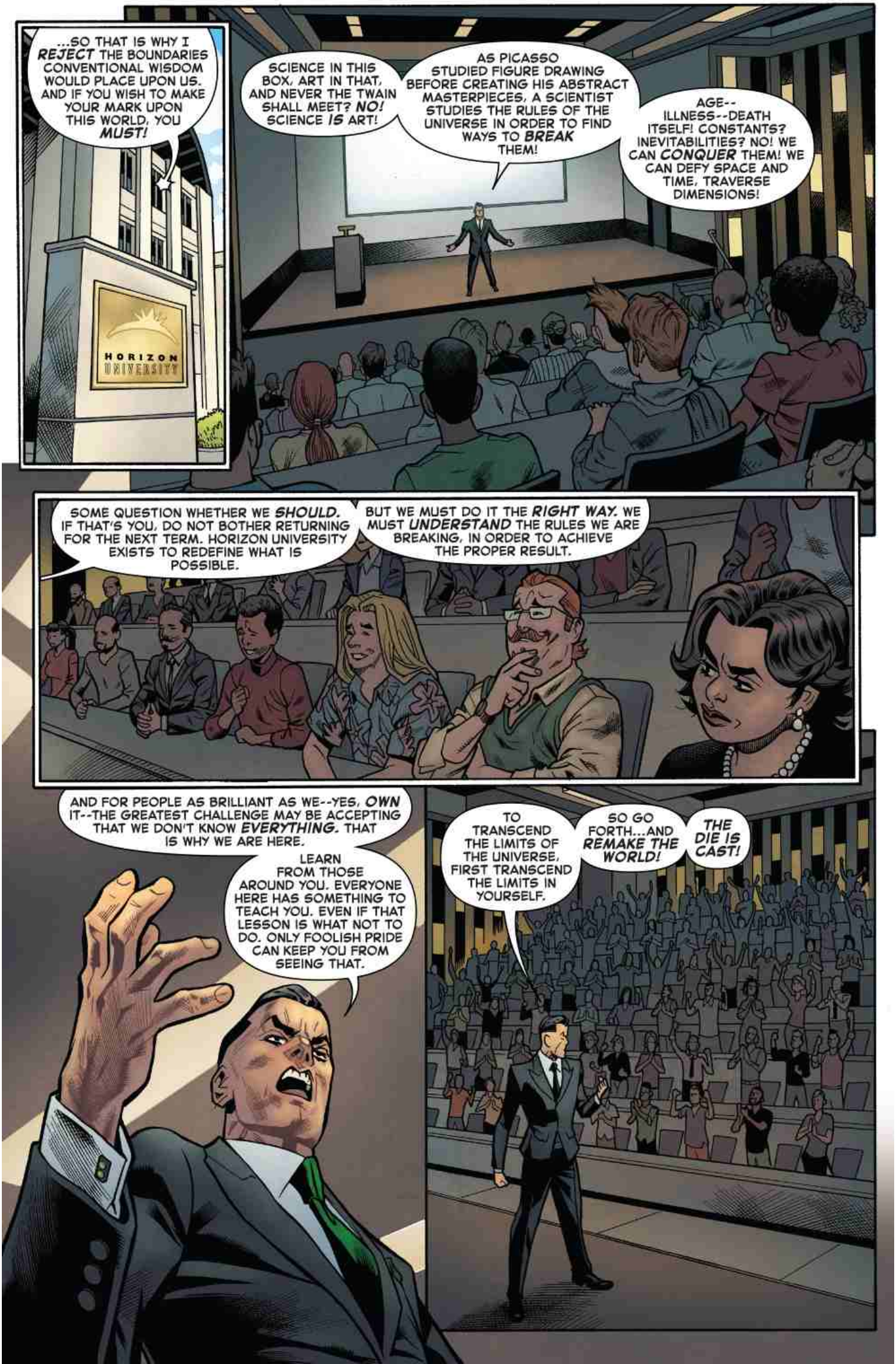
NICK LOWE
EDITOR

YOU'RE NOT THE REAL SPIDER-MAN!
I'VE FOUGHT HIM MANY TIMES. I'VE BEATEN HIM! I KNOW THE GENUINE ARTICLE WHEN I SEE IT!
I MAKE NO PRETENSE OF BEING THAT BUFFOON.
YOU HAVE ERRED GRIEVOUSLY, STILT-MAN, FOR TODAY YOU DO NOT FACE YOUR OLD, FAMILIAR ENEMY. TODAY YOU FACE...
...THE SUPERIOR SPIDER-MAN!

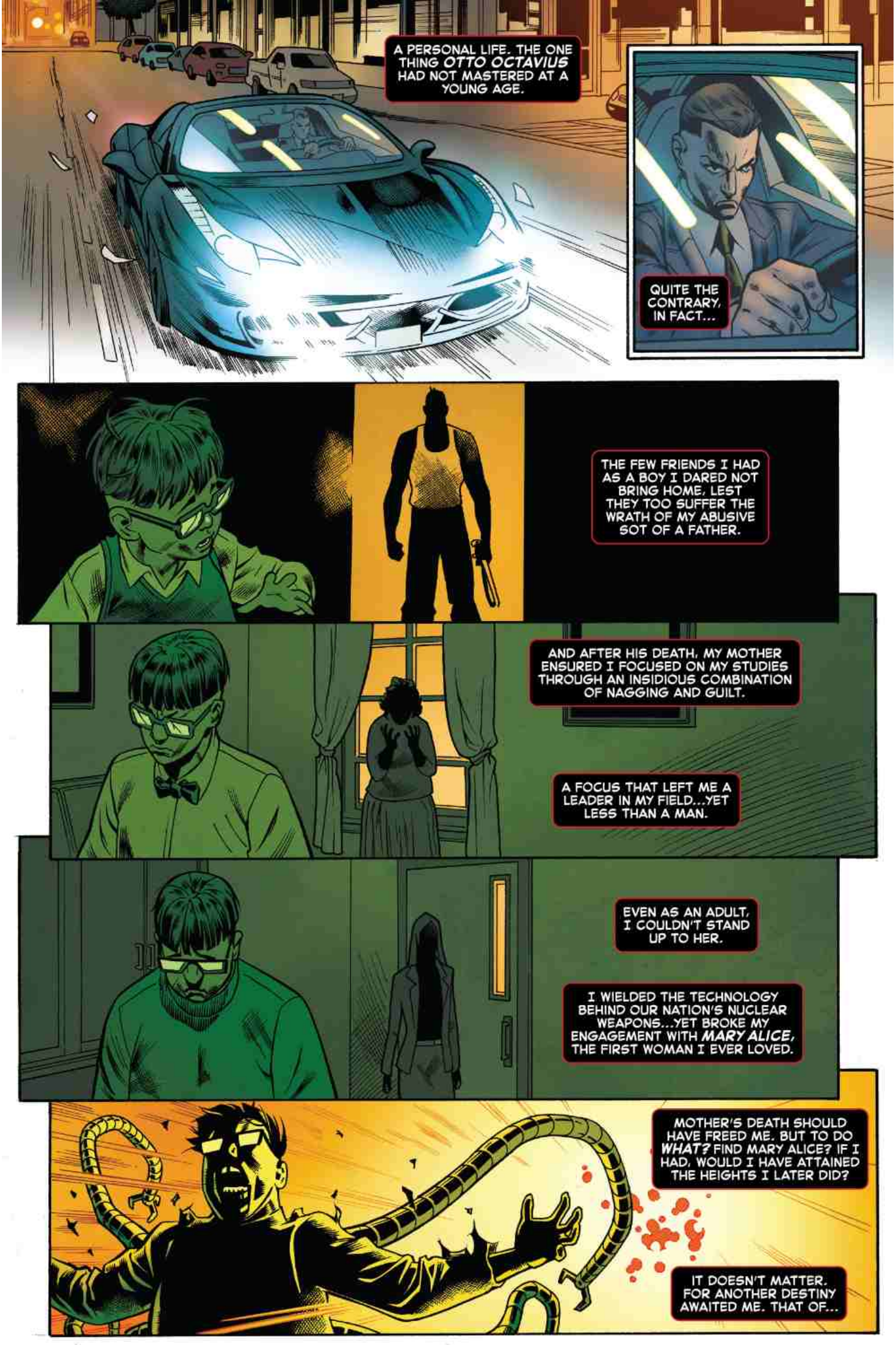

KRAK
AND YOUR JUDGMENT IS AS FLAWED AS EVER, WILBUR DAY.
YOU COULD HAVE USED YOUR RESURRECTION BY THE JACKAL, AND YOUR NEW CLONE BODY, TO START OVER ELSEWHERE.*
ROB OFFICE TOWERS IN SOME DRAB, MIDWESTERN EXCUSE FOR A CITY.
*IN 2017'S CLONE CONSPIRACY! --NICK
NO! I'M BETTER THAN THAT!
UFF!
SEE? I'M ALREADY IMPROVING! UPGRADING! AND WHEN I GET THE JACKAL'S TECH FROM THE TRANSAMERICA PYRAMID, I'LL BE UNSTOPPABLE!
IMAGINE IT! A CLONE ARMY OF STILT-MEN, RULING THE WORLD!
BKRATCH
AH, NOW I SEE... THIS IS SOME SORT OF COMEDY ROUTINE. A BIT EXCESSIVE, IF YOU ASK ME. ONE STILT-MAN IS ENOUGH OF A JOKE.
THIS IS BECOMING INTOLERABLE. I CAN STOP THIS IDIOT, BUT IT MAY TAKE TIME I DO NOT HAVE. FOR WHILE THE SUPERIOR SPIDER-MAN FIGHTS TO PROTECT SAN FRANCISCO...
...PROFESSOR ELLIOT TOLLIVER IS EXPECTED AT HORIZON UNIVERSITY FOR A CRUCIAL, END-OF-TERM LECTURE.
MUST I CHOOSE BETWEEN MY DUAL IDENTITIES? ALLOW THE SUPERIOR SPIDER-MAN TO DAMAGE THE LIFE, CAREER AND REPUTATION OF ELLIOT TOLLIVER?

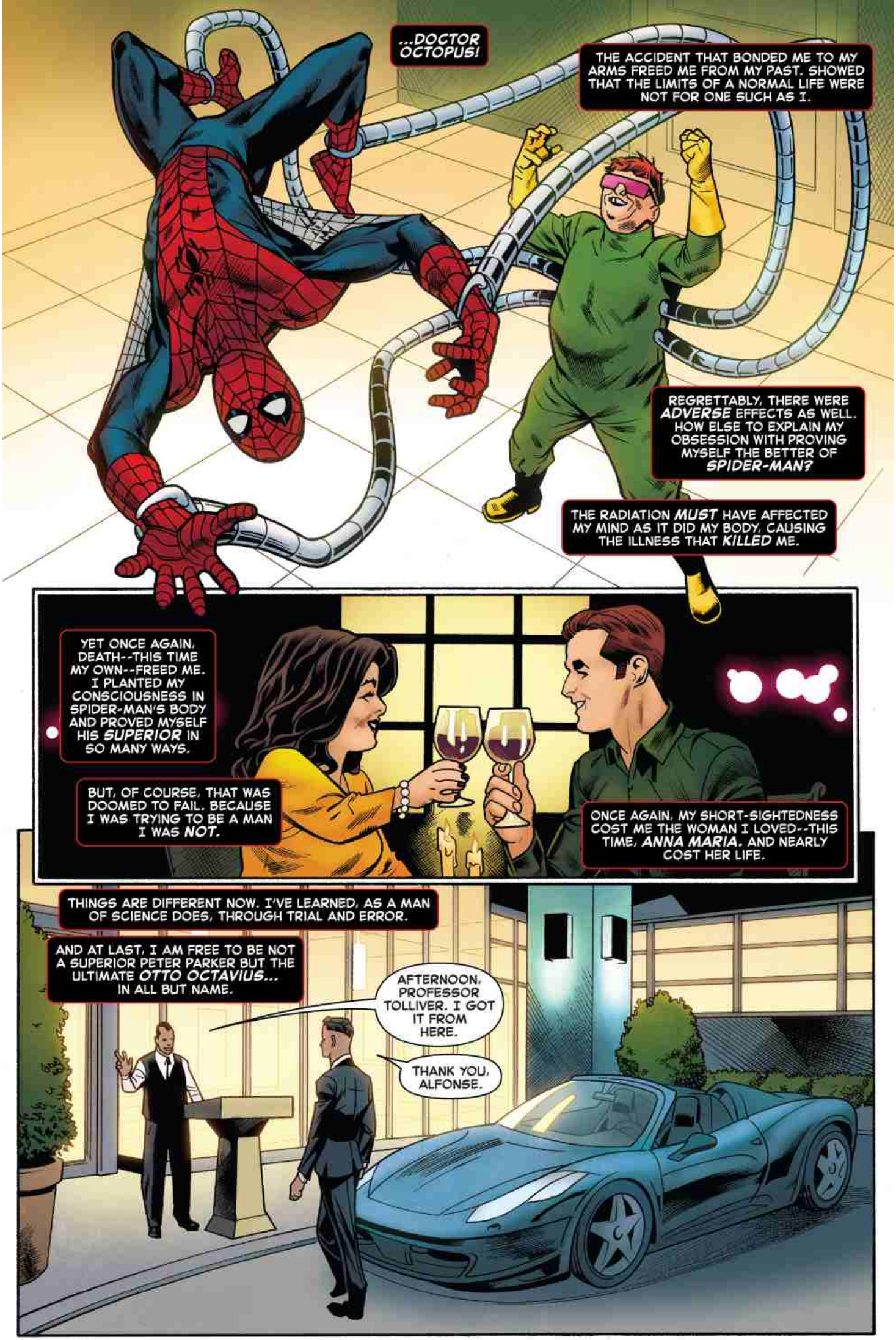
OF COURSE NOT.
HEY! ARE YOU IGNORING ME? WHAT ARE YOU DOING?
CALCULATING.
HAH! THE REAL SPIDER-MAN KNOWS MY LEGS HAVE A SILICON COATING... WEBS WON'T STICK TO--
THWAP
WHAT?!?
FOR THE...LAST TIME...

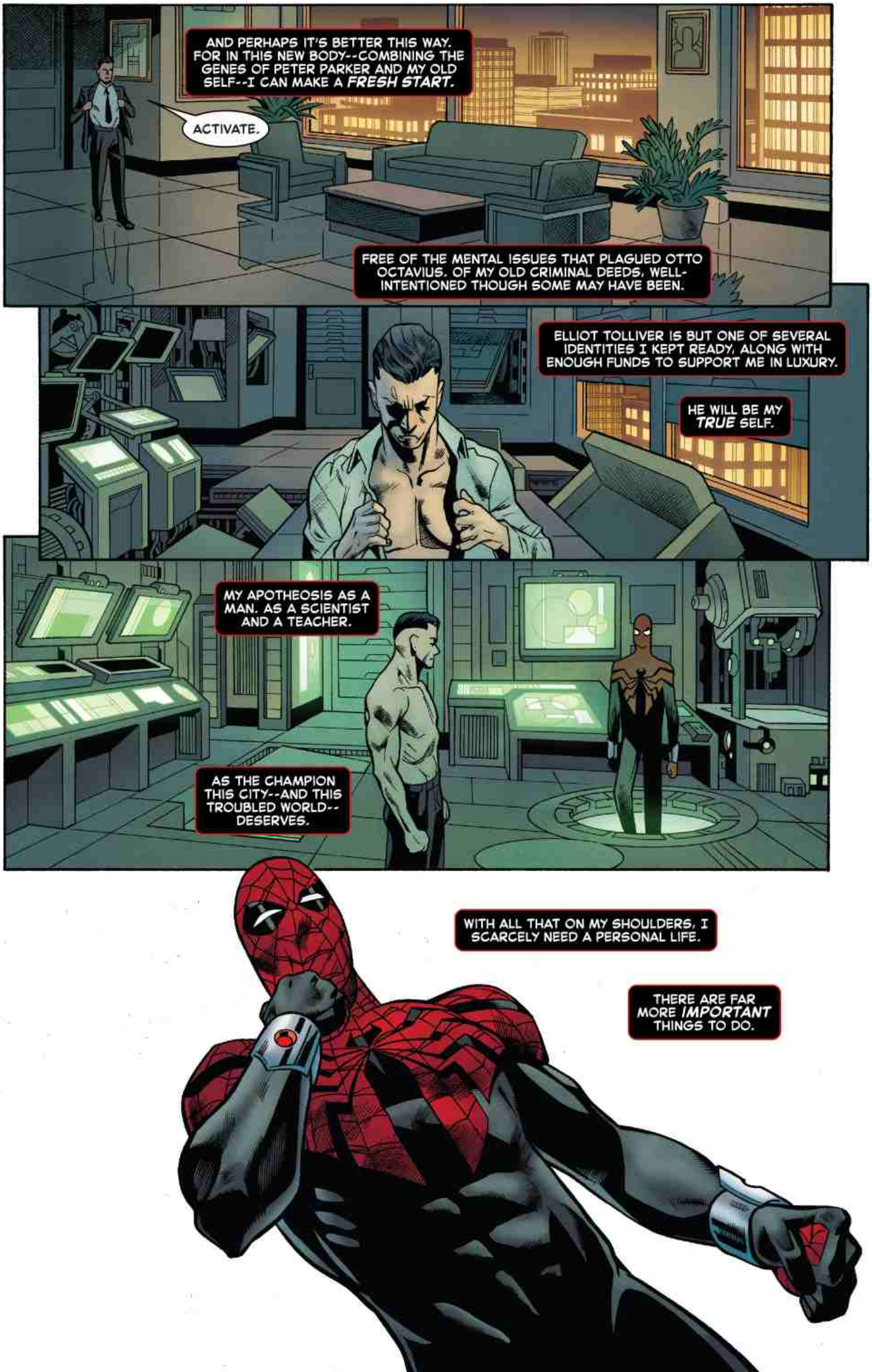
WSSHHHTHNKK
...I AM THE SUPERIOR SPIDER-MAN!
WAAAHH!
"SILICON COATING." AS IF I WOULDN'T PLAN FOR THAT.
YOU--YOU'RE INSANE!
IF YOU'D MISCALCULATED, EVEN BY A FRACTION, I'D HAVE BEEN KILLED!
I DO NOT "MISCALCULATE."
AND IF I HAD...WELL, THE PROBLEM WOULD STILL BE SOLVED, WOULDN'T IT?
TO THINK I'D LET CONCERN OVER THE LIFE OF A CRIMINAL MAKE ME LATE FOR A CRUCIAL PERSONAL MATTER.
THAT'S SOMETHING THE ORIGINAL SPIDER-MAN WOULD DO. HAS DONE, COUNTLESS TIMES, TO THE DETRIMENT OF HIMSELF AND THOSE HE CLAIMS TO CARE ABOUT.
HAPPILY, THE SUPERIOR SPIDER-MAN HAS HIS PRIORITIES IN ORDER.


...SO THAT IS WHY I REJECT THE BOUNDARIES CONVENTIONAL WISDOM WOULD PLACE UPON US. AND IF YOU WISH TO MAKE YOUR MARK UPON THIS WORLD, YOU MUST!
HORIZON UNIVERSITY
SCIENCE IN THIS BOX, ART IN THAT, AND NEVER THE TWAIN SHALL MEET? NO! SCIENCE IS ART!
AS PICASSO STUDIED FIGURE DRAWING BEFORE CREATING HIS ABSTRACT MASTERPIECES, A SCIENTIST STUDIES THE RULES OF THE UNIVERSE IN ORDER TO FIND WAYS TO BREAK THEM!
AGE--ILLNESS--DEATH ITSELF! CONSTANTS? INEVITABILITIES? NO! WE CAN CONQUER THEM! WE CAN DEFY SPACE AND TIME, TRAVERSE DIMENSIONS!
SOME QUESTION WHETHER WE SHOULD. IF THAT'S YOU, DO NOT BOTHER RETURNING FOR THE NEXT TERM. HORIZON UNIVERSITY EXISTS TO REDEFINE WHAT IS POSSIBLE.
BUT WE MUST DO IT THE RIGHT WAY. WE MUST UNDERSTAND THE RULES WE ARE BREAKING, IN ORDER TO ACHIEVE THE PROPER RESULT.
AND FOR PEOPLE AS BRILLIANT AS WE--YES, OWN IT--THE GREATEST CHALLENGE MAY BE ACCEPTING THAT WE DON'T KNOW EVERYTHING. THAT IS WHY WE ARE HERE.
LEARN FROM THOSE AROUND YOU. EVERYONE HERE HAS SOMETHING TO TEACH YOU. EVEN IF THAT LESSON IS WHAT NOT TO DO. ONLY FOOLISH PRIDE CAN KEEP YOU FROM SEEING THAT.
TO TRANSCEND THE LIMITS OF THE UNIVERSE, FIRST TRANSCEND THE LIMITS IN YOURSELF.
SO GO FORTH...AND REMAKE THE WORLD!
THE DIE IS CAST!

PROFESSOR TOLLIVER!
PROFESSOR!
PROFESSOR!
I'M SORRY, I HAVE WORK TO DO. THERE WILL BE OPPORTUNITY TO DISCUSS MY LECTURE IN FUTURE CLASSES.
ALL RIGHT, STUDENTS, GIVE PROFESSOR TOLLIVER SOME SPACE.
COME WITH ME, ELLIOT. AFTER *THAT*, I'M SURE YOU CAN USE A SMOOTHIE.
HELLO, ANNA MARIA. QUITE A TALK, WASN'T IT?
DEFINITELY. THAT PART AT THE END STUCK WITH ME. WHAT WAS IT... *"THE DIE IS CAST"*?
OH... DID I SAY THAT?
YOU DID. WHAT'S IT FROM?
SURE. FROM, LIKE, 1930s GANGSTER MOVIES.
IT'S...AN EXPRESSION.
WELL, THE STUDENTS LOVED IT. YOUNG PEOPLE SEEM TO EAT UP YOUR BLEND OF YOUTHFUL, BOUNDARY-BREAKING ENERGY AND OLD-FASHIONED WORK ETHIC.
WORD'S GETTING OUT. I HOPE I CAN CONVINCE YOU TO TAKE ON AN EXTRA CLASS NEXT TERM.
I'LL GIVE IT DUE CONSIDERATION, MAX. OBVIOUSLY, I HAVE OTHER OBLIGATIONS TO CONSIDER.
CERTAINLY. WE BELIEVE IN BEING WELL-ROUNDED HERE. WE KNOW OUR PEOPLE NEED A SATISFYING PERSONAL LIFE TO PROPERLY BALANCE THE WORK.
YES. THAT IS, OF COURSE, TO WHAT I WAS REFERRING.
PLEASE EXCUSE ME.


A PERSONAL LIFE. THE ONE THING *OTTO OCTAVIUS* HAD NOT MASTERED AT A YOUNG AGE.
QUITE THE CONTRARY, IN FACT...
THE FEW FRIENDS I HAD AS A BOY I DARED NOT BRING HOME, LEST THEY TOO SUFFER THE WRATH OF MY ABUSIVE SOT OF A FATHER.
AND AFTER HIS DEATH, MY MOTHER ENSURED I FOCUSED ON MY STUDIES THROUGH AN INSIDIOUS COMBINATION OF NAGGING AND GUILT.
A FOCUS THAT LEFT ME A LEADER IN MY FIELD...YET LESS THAN A MAN.
EVEN AS AN ADULT, I COULDN'T STAND UP TO HER.
I WIELDED THE TECHNOLOGY BEHIND OUR NATION'S NUCLEAR WEAPONS...YET BROKE MY ENGAGEMENT WITH *MARY ALICE*, THE FIRST WOMAN I EVER LOVED.
MOTHER'S DEATH SHOULD HAVE FREED ME. BUT TO DO *WHAT?* FIND MARY ALICE? IF I HAD, WOULD I HAVE ATTAINED THE HEIGHTS I LATER DID?
IT DOESN'T MATTER. FOR ANOTHER DESTINY AWAITED ME. THAT OF...


...DOCTOR OCTOPUS!
THE ACCIDENT THAT BONDED ME TO MY ARMS FREED ME FROM MY PAST. SHOWED THAT THE LIMITS OF A NORMAL LIFE WERE NOT FOR ONE SUCH AS I.
REGRETTABLY, THERE WERE ADVERSE EFFECTS AS WELL. HOW ELSE TO EXPLAIN MY OBSESSION WITH PROVING MYSELF THE BETTER OF SPIDER-MAN?
THE RADIATION MUST HAVE AFFECTED MY MIND AS IT DID MY BODY, CAUSING THE ILLNESS THAT KILLED ME.
YET ONCE AGAIN, DEATH--THIS TIME MY OWN--FREED ME. I PLANTED MY CONSCIOUSNESS IN SPIDER-MAN'S BODY AND PROVED MYSELF HIS SUPERIOR IN SO MANY WAYS.
BUT, OF COURSE, THAT WAS DOOMED TO FAIL. BECAUSE I WAS TRYING TO BE A MAN I WAS NOT.
ONCE AGAIN, MY SHORT-SIGHTEDNESS COST ME THE WOMAN I LOVED--THIS TIME, ANNA MARIA. AND NEARLY COST HER LIFE.
THINGS ARE DIFFERENT NOW. I'VE LEARNED, AS A MAN OF SCIENCE DOES, THROUGH TRIAL AND ERROR.
AND AT LAST, I AM FREE TO BE NOT A SUPERIOR PETER PARKER BUT THE ULTIMATE OTTO OCTAVIUS... IN ALL BUT NAME.
AFTERNOON, PROFESSOR TOLLIVER. I GOT IT FROM HERE.
THANK YOU, ALFONSE.


AND PERHAPS IT'S BETTER THIS WAY. FOR IN THIS NEW BODY--COMBINING THE GENES OF PETER PARKER AND MY OLD SELF--I CAN MAKE A FRESH START.
ACTIVATE.
FREE OF THE MENTAL ISSUES THAT PLAGUED OTTO OCTAVIUS. OF MY OLD CRIMINAL DEEDS, WELL-INTENTIONED THOUGH SOME MAY HAVE BEEN.
ELLIOT TOLLIVER IS BUT ONE OF SEVERAL IDENTITIES I KEPT READY, ALONG WITH ENOUGH FUNDS TO SUPPORT ME IN LUXURY.
HE WILL BE MY TRUE SELF.
MY APOTHEOSIS AS A MAN. AS A SCIENTIST AND A TEACHER.
AS THE CHAMPION THIS CITY--AND THIS TROUBLED WORLD--DESERVES.
WITH ALL THAT ON MY SHOULDERS, I SCARCELY NEED A PERSONAL LIFE.
THERE ARE FAR MORE IMPORTANT THINGS TO DO.

KILL THEM! BLEED THEM! FOR THE GLORY OF *MASTER PANDEMONIUM!*
WELL DONE, *DANSEN MACABRE.* THE CULT WAS CLOSE TO RESURRECTING THEIR DEMONIC MASTER. WE'VE ARRIVED JUST IN TIME.
A *CULT* THAT'S INTO THE *OCCULT!* THREE FORMER BAD GUYS TRYING TO BE GOOD GUYS! WHAT A HEADY BREW OF DARKNESS OL' *DIGGER'S* MIXING UP FOR YOU, PUTRESCENCE-PALS--
SHUT UP, DIGGER. AND BOTH OF YOU STAND DOWN.
I'LL HANDLE THIS.
EVEN PROTECTED BY MY LENSES, HER HYPNOTIC DANCE IS... POTENT.
I HEARD THAT, COFFIN-CHUM. IF I WAS TWO HUNDRED YEARS YOUNGER...AND, Y'KNOW, *ALIVE...*

WHERE ARE THEY GOING?
THE POLICE. THEY'RE GUILTY OF GRAVE ROBBING, EMBEZZLEMENT, WHO KNOWS WHAT ELSE. AND THEY'LL CONFESS TO IT ALL.
UNLESS YOU WANT ME TO HAVE THEM JUMP OFF THE GOLDEN GATE.
THE POLICE WILL BE FINE, THANK YOU.
WELL DONE. YOUR NIGHT SHIFT HAS EXCEEDED EXPECTATIONS AS MY EYES AND EARS IN THE UNDERWORLD.
AND YOU'RE DUE A PERSONAL PERFORMANCE BONUS.
WHY DON'T WE DISCUSS MY PERFORMANCE OVER DINNER?
ARE YOU-- SUGGESTING--
I MEAN, I'M NOT PROPOSING MARRIAGE OR ANYTHING. BUT YOU'RE PRETTY FIT THESE DAYS, AND IN MY LINE OF WORK I ONLY MEET LUNATICS AND WALKING CORPSES, SO...
I AM YOUR EMPLOYER. THIS IS INAPPROPRIATE. LET'S NOT SPEAK OF IT AGAIN.
I... WILL BE IN TOUCH.
HARSH REJECTION, EH, GRAVE-GANG? OL' DIGGER THINKS SHE SHOULD TRY THAT APP. IT'S ALL ONLINE NOW. YOUR HORROR-HOST'S MET SOME LADIES WITH VERY SPECIFIC INTERESTS...
SHUT UP, DIGGER.

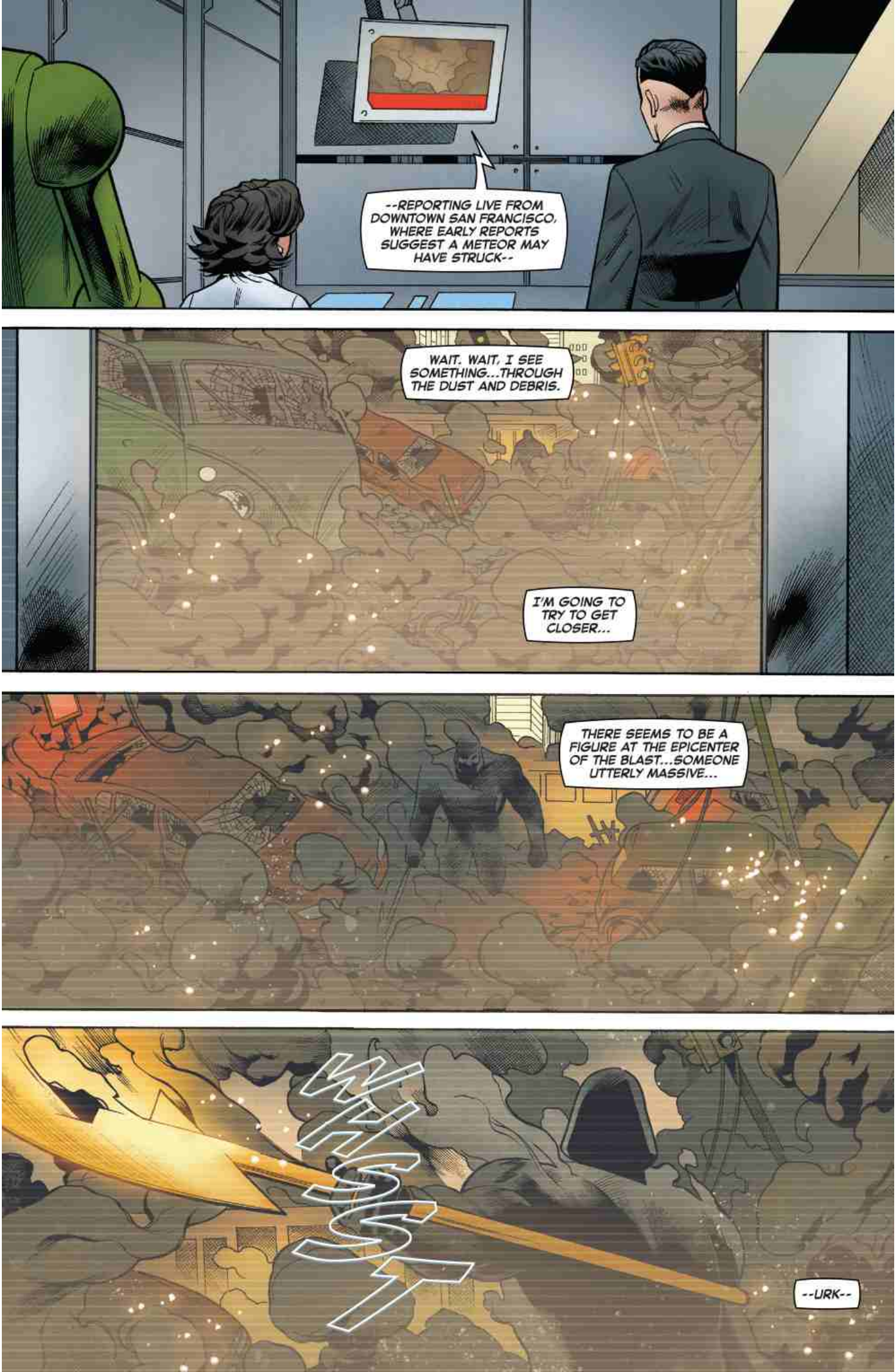
THE NEXT MORNING.
THAT UNFORTUNATE WOMAN. THINKING OTTO OCTAVIUS WOULD BE ATTRACTED TO A COMMON CRIMINAL.
AND YET...THE DEGREE TO WHICH I AM DWELLING ON IT PERHAPS DOES SUGGEST SOMETHING LACKING IN MY LIFE.
THE BATTLE AGAINST THE INHERITORS WAS A CRUCIBLE. BUT ONE I HAVE COME THROUGH STRONGER THAN EVER.*
MORE SELF-AWARE. OPEN TO ASKING FOR HELP. A BETTER MAN IN EVERY WAY.
*IN SPIDER-GEDDON! --EVENT-FATIGUED NICK
EVERY ASPECT OF MY LIFE IS IN PERFECT SHAPE.
PROFESSOR TOLLIVER! WONDERFUL LECTURE YESTERDAY. I'D LIKE TO SPEAK TO YOU ABOUT PUTTING IT ONLINE.
OF COURSE, MS. HERNANDEZ. PLEASE COME TO MY LAB AT YOUR CONVENIENCE.
SEEMS LIKE YOU HAVE MORE THAN A PROFESSIONAL INTEREST IN THE NEW GUY, EMMA.
PLEASE, FRANK. I'VE GOT ALMOST TWENTY YEARS ON HIM.
WITH ONE GLARING EXCEPTION.
I WOULD ASK WHY, BUT I KNOW THE ANSWER. I HAVE ALWAYS BEEN DRAWN TO WOMEN FOR THEIR MINDS. AND I HAVE YET TO MEET ONE THE EQUAL OF ANNA MARIA.
BUT AFTER MY UNFORGIVABLE DECEPTION--ALLOWING HER TO FALL IN LOVE WITH A COMPOSITE OF PETER PARKER AND MYSELF, A MAN WHO DID NOT TRULY EXIST--
NO. BEST I BANISH ALL SUCH THOUGHTS. THE PATH OF SOLITUDE IS BEST FOR--
OTTO OCTAVIUS.

IT IS YOU, ISN'T IT?
I KNEW YOU SEEMED FAMILIAR. YOU KIND OF LOOK LIKE PETE AND KIND OF LIKE YOUR OLD SELF, BUT WAY YOUNGER. AND YOU WERE IN THE MIDDLE OF ALL THAT CLONE CRAP.
I-- I'M SURE I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT.
OH, COME ON. YOU SHOW UP IN TOWN AT THE SAME TIME AS THAT SUPERIOR OCTOPUS GUY?
OR SUPERIOR SPIDER-MAN. WHATEVER. I'M NOT STUPID.
NO. YOU ARE MOST CERTAINLY NOT.
VERY WELL, ANNA. I'LL NOT INSULT YOU FURTHER.
I DON'T BELIEVE THIS. I KNEW YOU WERE A MIDDLE-AGED CREEPER, BUT TO STALK ME LIKE THIS-- ACROSS THE DAMN COUNTRY--
NO! YOU MISUNDERSTAND.
WHAT I DID TO YOU IS UNFORGIVABLE. I PROMISE YOU, FOR WHAT IT'S WORTH, THAT I HARBOR NO HOPES OF ROMANCE BETWEEN US.
I AM HERE TO ATONE FOR MY CRIMES, BY HELPING THE WORLD. NOT ONLY AS A HERO, UNHAMPERED BY ALL THOSE NEW YORK-BASED FOOLS...
...BUT AS A SCIENTIST, USING HORIZON'S UNEQUALED FACILITIES TO CREATE INVENTIONS THAT BENEFIT MANKIND.
I DIDN'T ANTICIPATE YOUR RECOGNIZING ME...BUT PERHAPS WE CAN COME TO TERMS--
OH MAN.
YOU REALLY ARE DERANGED.

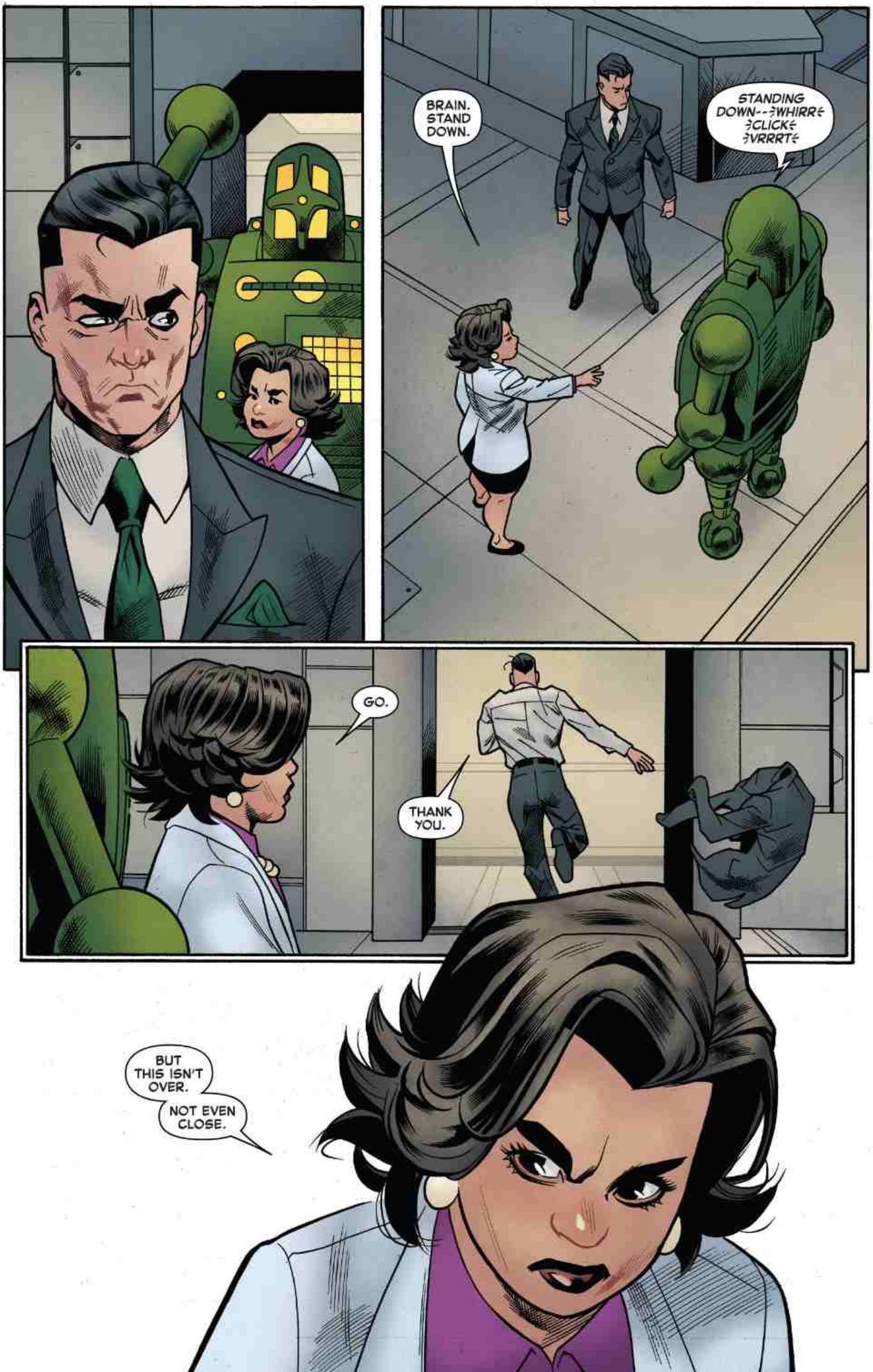
EVEN THOUGH SEVERAL LEADING NEUROLOGISTS THEORIZE THERE WAS NO DAMAGE, JUST YOUR BRAIN REWIRING ITSELF TO CONTROL EXTRA LIMBS.
YOU'RE CLINGING TO *THAT* THEORY, *HUH?*
NO! BUT I *WAS* ONCE. A SIDE EFFECT OF THE ACCIDENT THAT BONDED ME WITH MY METAL ARMS. BUT THIS *NEW* BODY LACKS THAT DAMAGE!
YOU'VE...
YOU'VE... *STUDIED* ME?
THE WAY YOU STUDY A *DISEASE.*
YOU'RE A MEGALOMANIAC. YOU TRIED TO POISON THE *DAILY BUGLE'S* READERS! AND KILL *EVERYONE* IN NEW YORK WITH A BIOLOGICAL AGENT!
THOSE SITUATIONS WERE MORE... *NUANCED* THAN--
BUT IT DOESN'T MATTER! I WASN'T A WELL MAN! I'VE *CHANGED!*
THE ONLY THING THAT CHANGED IS YOU GOT *PETER PARKER'S* MEMORIES. A TASTE OF HIS DRIVE TO DO GOOD.
BUT THAT'S NOT ENOUGH WITH YOU.
BECAUSE DEEP DOWN, YOU'RE WHO YOU *ARE.*
AND WHO YOU ARE IS A SELFISH, ARROGANT, POWER-MAD *CRIMINAL.*
ONE I'M TURNING IN TO THE POLICE.

ANNA, PLEASE--
BACK OFF!
YOU THINK I'M DUMB ENOUGH TO CONFRONT YOU WITHOUT PROTECTION?
WHIRR-CLICK STAY BACK, OR BE MET WITH LETHAL FORCE!
SURRENDER, AND I WILL GIVE YOU A TASTY BEVERAGE.
YOU REBUILT THE LIVING BRAIN? BUT IT'S SO... OUTMODED.
DON'T LET APPEARANCES FOOL YOU. IT'S ALL DIGITAL NOW. EVEN THE WHIRRS AND CLICKS...WHICH I KEPT IN BECAUSE I MISSED THE OLD BRAIN.
THE ONE YOU BLEW UP! WELL, YOU WON'T GET THE CHANCE TO HURT HIM AGAIN... OR ME!
YOU...THINK I WOULD EVER HURT YOU?
COULD EVER...?
YEAH. Y'KNOW WHY?
BECAUSE YOU HAVE. WORSE THAN JUST ABOUT ANYONE.
AND THE SURPRISED LOOK ON YOUR FACE IS EXACTLY WHY I THINK THAT IF I LET YOU GET AWAY, YOU'LL HURT NOT JUST ME, BUT A LOT OF OTHER PEOPLE TOO.

I... SEE.
THEN I CANNOT REMAIN HERE.
I SHALL RELOCATE. A NEW NAME, A NEW FACE...
THE ONLY PLACE YOU'RE GOING IS PRISON.
SEE HERE, ANNA! I WILL NEVER HARM YOU, BUT NEITHER WILL I PERMIT YOU TO INTERFERE WITH MY MISSION.
"PERMIT"! THERE IT IS!
YOU THINK THIS WHOLE WORLD EXISTS TO SERVE YOU! WELL, YOU'RE WRONG. AND YOU'LL HAVE A LIFE SENTENCE TO FIGURE OUT JUST HOW WRONG--
RNT RNT RNT
ATTENTION, HORIZON PERSONNEL. WE HAVE AN EMERGENT SITUATION. PLEASE REPORT TO THE NEAREST SAFE ROOM.
IS THIS YOU?
DID YOU SOUND AN ALARM?
THEN LET US SEE IF THE MEDIA CAN ENLIGHTEN US.
CLICK


--REPORTING LIVE FROM DOWNTOWN SAN FRANCISCO, WHERE EARLY REPORTS SUGGEST A METEOR MAY HAVE STRUCK--
WAIT. WAIT, I SEE SOMETHING...THROUGH THE DUST AND DEBRIS.
I'M GOING TO TRY TO GET CLOSER...
THERE SEEMS TO BE A FIGURE AT THE EPICENTER OF THE BLAST...SOMEONE UTTERLY MASSIVE...
WHOOSH
--URK--

PEOPLE OF EARTH.
I AM TERRAX THE TAMER.
AND YOU ARE TAMED.


BRAIN. STAND DOWN.
STANDING DOWN--≠WHIRR≠ ≠CLICK≠ ≠VRRRT≠
GO.
THANK YOU.
BUT THIS ISN'T OVER.
NOT EVEN CLOSE.